

RECORDATION NO. 21090-C FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

November 8, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease and Ownership Interest, dated as of November 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Summary of Lease which was previously filed with the Board under Recordation Number 21090.

The name and address of the party to the enclosed document are:

Lessor: Summer Street Capital Trust
c/o TD Trust Company
Commercial Union Tower
100 Wellington Street West,
Toronto, Ontario M5K 1A2
Canada

[Lessee: Bombardier Finance Inc.
6815A 40th St SE
Calgary Alberta T2C 2W7
Canada]

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A description of the railroad equipment covered by the enclosed document is:

300 center beam flat cars: CN 623800 – CN 624099.

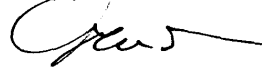
A short summary of the document to appear in the index is:

Partial Termination of Lease and Ownership Interest.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

(Groups II & III)

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SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF LEASE AND OWNERSHIP INTEREST

PARTIAL TERMINATION OF LEASE AND OWNERSHIP INTEREST dated as of November 1, 2004 by **Summer Street Capital Trust** (the "Lessor") (a trust established under the laws of Ontario pursuant to a declaration of trust made by **TD Trust Company**, a trust company established under the laws of Canada) with reference to the following:

1. The Lessor and **Bombardier Finance Inc.** (the "Lessee") entered into a Lease of Railroad Equipment dated as of December 11, 1997 (the "Lease") covering: (a) three-hundred (300) hopper cars marked **CN 389000 to CN 389299 inclusive** (the "Group I Equipment"), (b) one-hundred fifty (150) center beam flat cars marked **CN 623800 through CN 623949 inclusive** (the "Group II Equipment") and (c) one-hundred fifty (150) center beam flat cars marked **CN 623950 through CN 624099 inclusive** (the "Group III Equipment");

2. Evidence of the Lease, by way of a Summary of Lease dated as of December 11, 1997 between the Lessor and the Lessee, was: (i) filed at the Surface Transportation Board ("STB") on December 19, 1997 at 1:08 P.M. under primary recordation number 21090 and (ii) deposited at the Registrar General of Canada ("RGC") on December 19, 1997 at 1:30 P.M. under document key 10649;

3. The Lessee executed a separate 'Bill of Sale,' in favour of the Lessor, dated as of December 11, 1997 for each of the Group I Equipment, the Group II Equipment and the Group III Equipment, respectively;

4. Evidence of each of such Bills of Sale, in each case by way of a Summary of Bill of Sale dated as of December 11, 1997 between the Lessor and the Lessee, was deposited at the RGC on December 19, 1997 at 1:30 P.M. under document keys 10650, 10651 and 10652, respectively; and

5. In respect of the Group II and Group III Equipment only, Lessor desires to set forth for the public record the matters specified below.

NOW THEREFORE, for good and valuable consideration, the Lessor hereby (i) terminates the Lease (other than such indemnity and other provisions which by their nature are designed to survive the termination thereof) in respect of the Group II Equipment and the Group III Equipment only, (ii) states that it has sold, and disposed of, all its right, title and interest in the Group II and the Group III Equipment and (iii) releases its security interests in the Group II Equipment and the Group III Equipment, all effective as of the day and year first above written.

[Execution on next page.]

IN WITNESS WHEREOF, the Lessor has executed this Partial Termination of Lease and Ownership Interest by its officer thereunto duly authorized.

Summer Street Capital Trust,
by its administrative agent,
Bank of Tokyo-Mitsubishi (Canada)

By: Amos Simpson
Name: Amos Simpson
Title: Sr. Vice-President and General Manager

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 24th day of October, 2004, before me personally appeared Amos W. Simpson, to me personally known, who, being by me duly sworn, says that he is Sr. Vice-President and General Manager of Bank of Tokyo-Mitsubishi (Canada), that the foregoing instrument was signed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(Seal) JOHN LAMONT
Commissioner for Oaths
Commissaire à l'Assermentation
Province of Quebec
Expires September 14, 2007

John Lamont
Commissioner for Oaths
My commission expires: 9/14/07